
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Yangtze Optical Fibre and Cable Joint Stock Limited Company***, you should at once hand this circular together with the accompanying proxy form to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Smart Link Better Life.

Yangtze Optical Fibre and Cable Joint Stock Limited Company*

長飛光纖光纜股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6869)

**(1) PROPOSED RE-ELECTION OR ELECTION AND
APPOINTMENT OF MEMBERS OF THE FOURTH SESSION OF
THE BOARD OF DIRECTORS AND
NON-EMPLOYEE REPRESENTATIVE SUPERVISORS
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the EGM to be held at Multi-Media Meeting Room, 201# Building, No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC on Monday, July 31, 2023 at 2:00 p.m. is set out on pages 17 to 20 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. The proxy form should be returned by holder of H Shares to the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by hand or by post not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

References to time and dates in this circular are to Hong Kong time and dates.

* For identification purpose only

July 14, 2023

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTOR CANDIDATES	7
APPENDIX II BIOGRAPHICAL DETAILS OF NON-EMPLOYEE REPRESENTATIVE SUPERVISOR CANDIDATES	15
NOTICE OF EXTRAORDINARY GENERAL MEETING	17

DEFINITIONS

“A Share(s)”	ordinary share(s) of the Company, with a nominal value of RMB1.00 each, which are traded in Renminbi and listed on the SSE (stock code: 601869)
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	audit committee of the Company
“Board”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“China Huaxin”	China Huaxin Post and Telecom Technologies Co., Ltd (中國華信郵電科技有限公司), an entity incorporated in the PRC, one of the substantial shareholders of the Company
“Company”	Yangtze Optical Fibre and Cable Joint Stock Limited Company* (長飛光纖光纜股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, the A Shares and H Shares of which are listed on SSE and the Main Board of the Stock Exchange, respectively
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Draka”	Draka Comteq B.V., a company incorporated in the Netherlands, one of the substantial shareholders of the Company
“EGM”	an extraordinary general meeting of the Company to be held at Multi-Media Meeting Room, 201# Building, No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC on Monday, July 31, 2023 at 2:00 p.m., or any adjournment thereof
“H Share(s)”	overseas listed foreign shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange and traded in Hong Kong dollars (stock code: 6869)

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	July 10, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Nomination and Remuneration Committee”	nomination and remuneration committee of the Company
“PRC”	the People’s Republic of China
“Prysmian Group”	Prysmian S.p.A. and its group companies
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	A Shares and/or H Shares
“Shareholders”	holders of shares of the Company
“SSE”	The Shanghai Stock Exchange
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategy Committee”	strategy committee of the Company
“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Yangtze Communications”	Wuhan Yangtze Communications Industry Group Co., Ltd (武漢長江通信產業集團股份有限公司), a company incorporated in the PRC, one of the substantial shareholders of the Company
“%”	percent

* For identification purpose only

LETTER FROM THE BOARD



Smart Link Better Life.

Yangtze Optical Fibre and Cable Joint Stock Limited Company*

長飛光纖光纜股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6869)

Executive Director:

Mr. ZHUANG Dan

Non-executive Directors:

Mr. MA Jie (Chairman)

Mr. Philippe Claude VANHILLE

Mr. GUO Tao

Mr. Pier Francesco FACCHINI

Mr. Frank Franciscus DORJEE

Mr. XIONG Xiangfeng

Ms. LAI Zhimin

Registered Office:

No. 9 Guanggu Avenue

East Lake High-tech Development Zone

Wuhan, Hubei Province

PRC

Principal Place of Business in Hong Kong:

5/F, Manulife Place

348 Kwun Tong Road

Kowloon

Hong Kong

Independent Non-executive Directors:

Mr. Bingsheng TENG

Mr. LIU Deming

Mr. SONG Wei

Dr. WONG Tin Yau, Kelvin

July 14, 2023

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED RE-ELECTION OR ELECTION AND
APPOINTMENT OF MEMBERS OF THE FOURTH SESSION OF
THE BOARD OF DIRECTORS AND
NON-EMPLOYEE REPRESENTATIVE SUPERVISORS
AND**

(2) NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated July 14, 2023 in relation to, among other things, the proposed re-election or election and appointment of Directors of the fourth session of the Board and non-employee representative Supervisors.

The purpose of this circular is to provide you with (i) details of the proposed re-election or election and appointment of Directors of the fourth session of the Board and non-employee representative Supervisors and (ii) the notice of EGM.

* For identification purpose only

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OR ELECTION AND APPOINTMENT OF MEMBERS OF THE FOURTH SESSION OF THE BOARD

The term of office of the third session of the Board has expired on January 16, 2023. The Board proposed that the fourth session of the Board shall consist of 12 Directors, comprising one executive Director, seven non-executive Directors and four independent non-executive Directors. The Board proposed to nominate (i) Mr. Zhuang Dan as candidate for re-election and appointment as executive Director of the fourth session of the Board; (ii) Mr. Ma Jie, Mr. Guo Tao, Mr. Philippe Claude Vanhille, Mr. Pier Francesco Facchini and Mr. Xiong Xiangfeng as candidates for re-election and appointment as non-executive Directors of the fourth session of the Board; (iii) Mr. Iuri Longhi and Mr. Mei Yong as candidates for election and appointment as non-executive Directors of the fourth session of the Board; (iv) Mr. Bingsheng Teng, Mr. Song Wei and Dr. Wong Tin Yau, Kelvin as candidates for re-election and appointment as independent non-executive Directors of the fourth session of the Board; and (v) Ms. Li Chang'ai as candidate for election and appointment as independent non-executive Director of the fourth session of the Board (the **“Re-election or Election and Appointment of Directors”**). Such appointments will be put forward to the Shareholders at the EGM for consideration and approval. Pursuant to the relevant laws, regulations and the Articles of Association, ordinary resolutions will be proposed at the EGM to approve the re-election and appointment of existing Directors and appointment of new Directors. The terms of office of all Directors of the fourth session of the Board will be three years effective from the date of the passing of the relevant resolutions at the EGM.

Among the members of the third session of the Board, due to expiration of term of office and work arrangements, Mr. Frank Franciscus Dorjee, Ms. Lai Zhimin and Mr. Liu Deming will retire from the position as Directors upon the passing of the resolutions to approve the Re-election or Election and Appointment of Directors at the EGM. To the best of the Directors' knowledge and belief, having made all reasonable enquiries, there is no disagreement between the retiring Directors and the Board and there are no other matters that need to be brought to the attention of the Shareholders.

Biographical details of the candidates proposed to be re-elected or to be elected as Directors at the EGM are set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION AND APPOINTMENT OF MEMBERS OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS

The term of office of the third session of the Board of Supervisors has expired on January 16, 2023. The Board of Supervisors proposed that the fourth session of the Board of Supervisors shall consist of three Supervisors, comprising two non-employee representative Supervisors and one employee representative Supervisor. The Board of Supervisors proposed to nominate Mr. Li Ping and Dr. Li Zhuo as non-employee representative Supervisors of the fourth session of the Board of Supervisors. The employee representative Supervisor of the fourth session of the Board of Supervisors will be elected at the employee representatives' meeting. Pursuant to the relevant laws, regulations and the Articles of Association, ordinary

LETTER FROM THE BOARD

resolutions will be proposed at the EGM to approve the re-election and appointment of Mr. Li Ping and Dr. Li Zhuo as Supervisors. The terms of office of Mr. Li Ping and Dr. Li Zhuo will each be three years effective from the date of the passing of the relevant resolutions at the EGM.

Biographical details of the candidates proposed to be re-elected as Supervisors at the EGM are set out in Appendix II to this circular.

4. EGM

The EGM will be held at Multi-Media Meeting Room, 201# Building, No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC on Monday, July 31, 2023 at 2:00 p.m.. Notice convening the EGM is set out on pages 17 to 20 of this circular.

In order to determine the list of H Shareholders who are entitled to attend and vote at the EGM, the Company's H Share register of members will be closed from Friday, July 28, 2023 to Monday, July 31, 2023, both days inclusive, during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the Company's H Share register of members on Monday, July 31, 2023 are entitled to attend the EGM. In order to attend and vote at the EGM, H Shareholders of the Company whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Tricor Investor Services Limited (the "**H Share Registrar**"), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, at or before 4:30 p.m. on Thursday, July 27, 2023.

A proxy form for use at the EGM is enclosed with this circular. If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. The proxy form should be returned by holder of H Shares to the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by hand or by post not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting thereof. Completion and return of the proxy forms will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

All votes at the EGM will be taken by poll in accordance with the Listing Rules.

5. RECOMMENDATION

The Board considers that the resolutions proposed for consideration and approval by Shareholders at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favour of the resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

6. ADDITIONAL INFORMATION

Additional information is also set out in the appendices of this circular for your information.

Yours faithfully

For and on behalf of the Board

Yangtze Optical Fibre and Cable Joint Stock Limited Company*

長飛光纖光纜股份有限公司

Ma Jie

Chairman

* *For identification purpose only*

CANDIDATES FOR EXECUTIVE DIRECTOR

Mr. Zhuang Dan (莊丹), age 53, has been an executive Director of the Company since January 24, 2017. Mr. Zhuang Dan has been the president of the Company since September 2011. Mr. Zhuang Dan is also the authorised representative and a member of the Strategy Committee. He is primarily responsible for strategic development and planning and day-to-day management of the Company. Mr. Zhuang Dan has more than 25 years of experience in the optical fibre and cable industry. He joined the Company in March 1998 and served as assistant manager and manager of the finance department successively from March 1998 to November 2001, and served as chief financial officer from November 2001 to September 2011. Mr. Zhuang Dan obtained a bachelor's degree in auditing from Wuhan University (武漢大學) in July 1992, a master's degree in accounting from Wuhan University in June 1995, a doctorate in accounting from Zhongnan University of Finance and Economics (中南財經大學) in June 1998, and a postdoctoral certificate in business administration from Shanghai University of Finance and Economics (上海財經大學) in April 2001. Currently, he is a deputy to the 14th session of the People's Congress of Hubei Province, and has received special government allowance awarded by the State Council of the PRC.

As at the Latest Practicable Date, Mr. Zhuang Dan holds 991,450 underlying A Shares represented by the units in Ningbo Ruitu Management Consulting Partnership Enterprise (Limited Partnership), representing approximately 0.13% of the total issued share capital of the Company, within the meaning of Part XV of the SFO.

CANDIDATES FOR NON-EXECUTIVE DIRECTORS

Mr. Ma Jie (馬杰), age 52, holder of doctoral degree. Mr. Ma Jie has been a non-executive Director of the Company since December 19, 2013. He has been the chairman of the Company and the chairman of the Strategy Committee since January 24, 2017. He is responsible for providing strategic advice and making recommendations on the operations and management of the Company. Mr. Ma Jie has been serving as a director of the board and the general manager of China Huaxin Post and Telecommunications Economy Development Center (renamed as China Huaxin Post and Telecom Technologies Co., Ltd (中國華信郵電科技有限公司)), one of the substantial shareholders of the Company, since October 2017, and is primarily responsible for overall business operation and management. Mr. Ma Jie also serves as a director of Nokia Shanghai Bell Co., Ltd; the chairman of Unihub China Information Technology Co., Ltd (中盈優創資訊科技有限公司); and the director of ALE Holding and RFS Radio Frequency Systems Holdings Ltd.* (安弗施無線射頻系統控股有限公司). He consecutively served as the consultant of strategic consulting of Shanghai Bell Co., Ltd, and the director of human resources department of Shanghai Bell Alcatel Mobile Communication System Company Limited (上海貝爾阿爾卡特移動通信系統有限公司) from 1998 to 2002; he consecutively served as the vice-president, and the executive vice – president of Shanghai Bell-Alcatel Co., Ltd. (上海貝爾阿爾卡特股份有限公司) and vice-president of Nokia Shanghai Bell Co., Ltd, from 2002 to 2011. Mr. Ma Jie graduated from Nankai University (南開大學) with a bachelor's degree in economics and a doctorate in economics in July 1993 and July 1998, respectively. He also obtained an executive master of business administration from a joint program of Washington University in Saint Louis and Fudan University (復旦大學) in March 2005.

Mr. Guo Tao (郭韜), age 52, holder of master degree. Mr. Guo Tao was appointed as non-executive director of the Company on January 17, 2020. He is currently the deputy general manager and secretary to the board of China Huaxin, one of the substantial shareholder of the Company, member of Discipline Inspection Commission of Nokia Shanghai Bell Co., Ltd, and the director of Huaxin Capital Investment Management Ltd (華信長安資本投資管理有限公司), Shanghai Bell enterprise communication Co., Ltd (上海貝爾企業通信有限公司) and ALE Holding. He consecutively served as an assistant engineer and the principal staff of the Construction Committee of Shandong Province from July 1992 to 2001. From 2001 to 2010, he was the chief strategy officer of Shanghai Bell Co., Ltd and Alcatel-Lucent Group. From 2013 to 2015, he was the head of strategy and investment of Nokia Shanghai Bell Co., Ltd. He consecutively served as the senior vice-president, the executive vice-president and member of Discipline Inspection Commission of Nokia Shanghai Bell Co., Ltd from 2015 to May 2018, primarily in charge of the strategic and innovation work of the company.

Mr. Philippe Claude Vanhille (菲利普·范希爾), age 59, has been a non-executive Director of the Company since December 19, 2013. He has been elected as the Vice Chairman of the Board and appointed as a member of the Strategy Committee with effect from January 24, 2017. He is responsible for providing strategic advice and making recommendations on the operations and management of the Company. He has been serving as the Executive vice-president of Telecom Division of the Prysmian Group since May 2013, where he is primarily responsible for the global telecom business of the Prysmian Group, and an executive director of Draka Comteq B.V. (“**Draka**”), one of the substantial shareholders of the Company, since June 2013. Mr. Vanhille concurrently also holds several positions in certain subsidiaries of Prysmian S.p.A., a company listed on the Milan Stock Exchange (Stock Code: PRYMY), including serving as a non-executive director of Draka Comteq Fibre B.V. since January 2013, a member of the Comité de Contrôle of Draka Comteq France S.A.S. since June 2013, a non-executive director of Prysmian Cables and Systems USA LLC since June 2013. He has also been serving as the chairman of Communication Infrastructure Team of Europacable (European Trade Association) since May 2013.

Prior to the current positions, Mr. Vanhille acted as a R&D engineer for Renault S.A. from October 1989 to February 1991, where he was primarily responsible for improving Formula 1 engine parts. He moved to the cable industry in 1991 with Alcatel Cable France S.A.. Over the past 22 years he held a number of senior operations and general management positions within the cable industry for Alcatel Cable France S.A. and Draka Holding N.V., a company then listed on the Euronext Amsterdam (Stock Code: DRAK), and subsequently in the energy, copper telecom and optical fibre sectors. He was head of Optical Fibre Business Unit of Draka Holding N.V. at the time of the acquisition of Draka Holding N.V. by Prysmian S.p.A. in 2011. He also concurrently served as a non-executive director of Shenzhen SDG Information Draka Optical Fibre Co., Ltd. (深圳特發信息德拉克光纖有限公司, currently known as Shenzhen SDGI) from January 2008 to June 2009. From July 2011 to May 2013, he further served as a vice president of Optical Fibre Business Unit of the Prysmian Group, where he was primarily responsible for the global optical fibre business of the Prysmian Group, and a director of Draka Comteq France S.A.S.. Mr. Vanhille obtained a master’s degree in mechanical engineering from I.N.S.A. Lyon, France in June 1989 and graduated from Institut Francais de Gestion, Aix-en-Provence, France in June 1997 with a master’s degree in management.

Mr. Pier Francesco Facchini (皮埃爾•法奇尼), age 55, has been a non-executive director of the Company since January 24, 2017. Mr. Pier Francesco Facchini is currently the chief financial officer, the IT director and an executive director of Prysmian S.p.A., a company listed on the Milan Stock Exchange (Stock Code: PRYMY) and Draka (one of the substantial shareholders of the Company), and he has been a member of the board of directors of Prysmian S.p.A. since February 2007. Mr. Pier Francesco Facchini also holds a number of positions simultaneously in the subsidiaries of Prysmian S.p.A., including the president of Draka Comteq France S.A.S., Prysmian Cables et Systemes France S.A.S. and Comité de Controle of Silec Cable S.A.S., the chairman of the Board of Commissioners in P.T. Prysmian Cables Indonesia, the chairman of the board of directors of Prysmian Treasury S.r.l., the director of board of directors of Prysmian Cavi e Sistemi S.r.l., and Prysmian (China) Investment Company Ltd., and the chairman of the board of supervisors of Prysmian MKM Magyar Kabel Muvek KFT. Mr. Pier Francesco Facchini obtained a doctoral degree in business administration from Università Bocconi, Milan, Italy, in March 1991, and he was granted the professional qualification as a certified chartered accountant by the Ministry of University, Research and Development in Italy in 1994.

Mr. Iuri Longhi (尤里•隆吉), aged 45, is currently the chief strategy officer of the Prysmian Group. Mr. Iuri Longhi joined the Prysmian Group in May 2020. Prior to joining the Prysmian Group, Mr. Iuri Longhi started his career at Procter & Gamble, where he held various positions in different countries including Italy, France and Belgium, from 2003 to 2008. After that, he joined the Boston Consulting Group in Milan until December 2013, where he led multiple assignments in the consumer goods and industrial goods practice, focusing on strategy, business development and business model redesign and optimization. From January 2014 to April 2020, Mr. Iuri Longhi served as the head of M&A and corporate finance at Lavazza, where he was responsible for managing acquisitions, partnerships and other external growth related initiatives. During his tenure at Lavazza, Mr. Iuri Longhi had also held various other managerial roles, he was the head of marketing and R&D financial controlling from February 2017 to October 2018; the office coffee service (OCS) & vending finance director from November 2018 to April 2020; and board member of Lavazza Professional Holding in the North America and Europe regions from November 2018 to April 2020.

Mr. Iuri Longhi obtained a master's degree in mechanical engineering from Università degli Studi di Roma Tor Vergata and a master of business administration from each of SDA Bocconi in Milan and London Business School in the United Kingdom.

Mr. Xiong Xiangfeng (熊向峰), age 58, is a member of the Communist Party of China and a senior engineer with a master's degree. He has been a non-executive Director of the Company since December 2013. He is responsible for providing strategic advice and making recommendations on the operations and management of the Company. Mr. Xiong Xiangfeng has served as the president of Yangtze Communications, one of the substantial shareholders of the Company and a company listed on the Shanghai Stock Exchange (Stock Code: 600345), since April 2013, where he was primarily responsible for the overall management of the company and act as director since May 2014 and the Chairman of Yangtze Communications since January 2021. Mr. Xiong Xiangfeng has also held several positions in certain subsidiaries

of Yangtze Communications since April 2013. He once worked at Wuhan Research Institute of Posts and Telecommunications (武漢郵電科學研究院) and served as the secretary of Youth League committee, the deputy director of office, the deputy director of the optical fibre and cable department, the general manager of the cable plant. Since December 1999, Mr. Xiong Xiangfeng served various positions in FiberHome Telecommunication Technologies Co., Ltd. (烽火通信科技股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 600498), including the secretary of the board of directors from December 1999 to March 2002, the vice president and the secretary of the board of directors from April 2002 to April 2005, the vice president, the deputy Party secretary, the secretary of the board of directors and the chairman of labour union from May 2005 to March 2010 and the vice president, the deputy Party secretary and the chairman of labour union from April 2010 to April 2013.

Mr. Xiong Xiangfeng obtained his bachelor's degree in photoelectric imaging technology from East China Institute of Engineering (華東工學院, currently known as Nanjing University of Science and Technology (南京理工大學)) in July 1986 and a master's degree in business administration from Wuhan University (武漢大學) in June 2009.

As at the Latest Practicable Date, Mr. Xiong Xiangfeng holds 297,450 underlying A Shares represented by the units in Wuhan Ruitu Management Consulting Partnership Enterprise (Limited Partnership), representing approximately 0.04% of the total issued share capital of the Company, within the meaning of Part XV of the SFO.

Mr. Mei Yong (梅勇), age 48, a member of the Communist Party of China and graduated with a university bachelor's degree in public finance from Zhongnan University of Finance and Economics (中南財經大學). Mr. Mei Yong served as an accountant, assistant manager, manager, securities affairs representative and assistant to the president at the assets and finance department of Yangtze Communications, one of the substantial shareholders of the Company and a company listed on the Shanghai Stock Exchange (Stock Code: 600345). Since August 2011, Mr. Mei Yong has served as a board secretary of Yangtze Communications; since May 2015, he has been appointed as vice president and has continued to serve as a board secretary of Yangtze Communications; and since June 2021, he has been appointed as chief financial officer and has continued to serve as a board secretary and vice president of Yangtze Communications.

CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Bingsheng Teng (滕斌聖), age 52, holder of doctoral degree. Mr. Bingsheng Teng was appointed as an independent non-executive Director, chairman of the Nomination and Remuneration Committee and a member of the Strategy Committee on January 17, 2020. Mr. Bingsheng Teng joined the Cheung Kong Graduate School of Business at the end of 2006 and currently is the vice president and a professor of strategy of the school. Mr. Bingsheng Teng received his doctoral degree in strategic management from the City University of New York in 1998 and taught in the GWU School of Business from 1998 to 2006, serving as associate professor of strategy and doctoral tutor, and was tenured and responsible for the doctoral program in the field of strategy in the school. In 2003, Mr. Bingsheng Teng was awarded the Wendell and Louis Crain Research Scholar at the GWU School of Business, with his biography appearing in *Who's Who in America* and *Who's Who in American Higher Education*.

Mr. Bingsheng Teng's research and teaching focus on strategic alliances, mergers and acquisitions, entrepreneurship and innovation, family business management, and transnational business operations of enterprises. Mr. Bingsheng Teng serves on the editorial boards of academic journals, such as *International Entrepreneurship and Management Journal*, *Journal of Business Research* and *Frontiers of Business Research in China*, and is a professional reviewer of all the international top strategics journals. In the past few years, Mr. Bingsheng Teng has published over 20 papers in internationally famous journals, including top journals such as *Academy of Management Review* and *Organization Science*. Mr. Bingsheng Teng is regarded as an authority on corporate strategy, and has been frequently interviewed by the media such as *Wall Street Journal* and *New York Times*. His research results have been included in a number of strategics textbooks, and some of his articles are considered as required readings by research alliances and have received thousands of professional citations.

Mr. Bingsheng Teng has rich experience in management teaching and enterprise consultation. The enterprises that ever consulted him or were provided with training by him includes China Mobile, Lenovo Group, Tencent, Baidu and China Resources Group. Mr. Bingsheng Teng has been an independent non-executive director of Haisco Pharmaceutical Group Co., Ltd. (海思科醫藥集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002653) since January 2017, Wanda Hotel Development Company Limited (萬達酒店發展有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 169) since March 2019, Litian Pictures Holdings Limited, a company listed on the Hong Kong Stock Exchange (stock code: 9958) since May 2020, and Zhejiang Aokang Shoes Co., Ltd., a company listed on Shanghai Stock Exchange (stock code: 603001) since December 2022.

Mr. Song Wei (宋瑋), age 59, was appointed as an independent non-executive Director, chairman of the Audit Committee and a member of the Nomination and Remuneration Committee on January 17, 2020. Mr. Song Wei is the chairman and chief partner of Seapower Tax Consultancy Co., Ltd. since 2001, and managing director of Seapower Technology Co., Ltd. since 2008. Before his current positions, Mr. Song Wei was section chief and assistant investigator of The Offshore Oil Tax Administration of the Ministry of Finance from 1985 to 1993, auditor of KPMG Accounting Firm, Hong Kong from 1993 to 1995, assistant investigator of the Department of Foreign Tax Affairs of the State Administration of Taxation from 1995 to 1998, and appointed by State Administration of Taxation to be director of the China International Tax Consultancy (Hong Kong) Co., Ltd. from 1998 to 2001.

Mr. Song Wei obtained a bachelor's degree in Economics from Dongbei University of Finance and Economics (東北財經大學) in August 1985, and obtained a master's degree in Professional Accountancy from The Chinese University of Hong Kong in December 2004. Mr. Song Wei is currently a Member of the 11th CPPCC Guangdong Provincial Committee, executive director of The China Certified Tax Agents Association, vice president of Guangdong Certified Tax Agents Association, member of the Administrative Reconsideration Committee of the State Administration of Taxation of Guangdong Province, executive director of Guangdong Provincial Tax Institute, associate member of The Association of International Accountants (UK), part-time postgraduate mentor of Shanghai National Accounting Institute, part-time postgraduate mentor of Dongbei University of Finance and Economics. Mr. Song Wei is also a Chinese Certified Public Accountant, a Chinese Certified Tax Agent and an Associate Member of AIA (UK).

As at the Latest Practicable Date, Mr. Song Wei is interested in 200,000 H Shares, representing approximately 0.03% of the total issued share capital of the Company, within the meaning of Part XV of the SFO.

Dr. WONG Tin Yau, Kelvin (黃天祐), age 62, was appointed as an independent non-executive Director and a member of the Audit Committee on January 17, 2020. Dr. Wong Tin Yau, Kelvin is currently an executive director and deputy managing director of COSCO SHIPPING Ports Limited (中遠海運港口有限公司), a company listed on the Hong Kong Stock Exchange (Stock Code: 1199). He is also an independent non-executive director of China ZhengTong Auto Services Holdings Limited (中國正通汽車服務控股有限公司), a company listed on the Hong Kong Stock Exchange (Stock Code: 01728). Dr. Wong Tin Yau, Kelvin was an independent non-executive director of JS Global Lifestyle Company Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 1691), from October 2019 to August 2022, and an independent non-executive director of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (上海復星醫藥(集團)股份有限公司) a company listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange (Stock Code: 2196.HK and 600196.SH), from June 2015 to June 2021, an independent non-executive director of I.T Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 999) (delisted from the Hong Kong Stock Exchange on 30 April 2021), from August 2007 to April 2021, and an independent non-executive director of Xinjiang Goldwind Science & Technology Co., Ltd., (新疆金風科技股份有限公司), a company dually listed on the Hong Kong Stock Exchange and the Shenzhen Stock Exchange (stock codes: 2208.HK and 2202.SZ), from October 2016 to June 2022.

Dr. Wong Tin Yau, Kelvin is currently the chairman of the Accounting and Financial Reporting Council of Hong Kong. He was also a member of the Operations Review Committee of Hong Kong Independent Commission Against Corruption, the Chairman of the Hong Kong Institute of Directors, a non-executive director of the Securities and Futures Commission of Hong Kong, the chairman of Investor and Financial Education Council, a member of Financial Reporting Council, a convenor-cum-member of Financial Reporting Review Panel, a member of Standing Committee on Company Law Reform, and a member of Main Board and Growth Enterprise Market Listing Committees of the Hong Kong Stock Exchange.

Dr. Wong Tin Yau, Kelvin obtained a master's degree in business administration from Andrews University in Michigan, the United States in 1992 and a Ph.D. in business administration degree from The Hong Kong Polytechnic University in 2007. Dr. Wong was awarded Silver Bauhinia Star in 2021 by the Government of the Hong Kong Special Administrative Region and was appointed as a Justice of the Peace in 2013.

Ms. Li Chang'ai (李長愛), age 59, is currently a professor (level II) at the School of Accountancy of Hubei University of Economics (湖北經濟學院會計學院), she has been teaching at the School of Accountancy of Hubei University of Economics since 1988. Ms. Li Chang'ai is also a director of the Accounting Society of China (中國會計學會), an executive director of Accounting Society of Hubei Province (湖北省會計學會), an executive director of Audit Society of Hubei Province (湖北省審計學會) and a special auditor of Audit Bureau of Wuhan (武漢市審計局). Ms. Li Chang'ai has served as an independent director of KOFON Motion Group (湖北科峰智能傳動股份有限公司) since November 2020, an independent director of Jiaxing Jiete New Material Co., Ltd (嘉興杰特新材料股份有限公司) since December 2021, and an independent director of Wuhan Glroad Smart Technology Co., Ltd (武漢格藍若智能技術股份有限公司) since September 2022. Ms. Li had served as an independent director of Wuhan Hitek Biopharmaceutical Co., Ltd. (武漢海特生物製藥股份有限公司), a company listed on Shenzhen Stock Exchange (Stock Code: 300683), from August 2017 to January 2021; and as an independent supervisor of the Company from June 2015 to January 2020.

Ms. Li Chang'ai obtained her bachelor's degree in economics, master's degree in economics and doctorate in management from Zhongnan University of Finance and Economics (中南財經大學). She is a Chinese certified public accountant (non-practicing) and a senior member of the Accounting Society of China (中國會計學會) and obtained an independent director qualification certificate in 2008.

In reviewing the structure of the Board, the Nomination and Remuneration Committee will consider the Board diversity from a number of aspects, including but not limited to qualifications, skills, experience and gender. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including their character, integrity, qualifications and experience as may be appropriate to the Company's business. The Board has reviewed and assessed the independence of each of Mr. Bingsheng Teng, Mr. Song Wei, Dr. Wong Tin Yau, Kelvin and Ms. Li Chang'ai with respect to their confirmation of independence in accordance with Rule 3.13 of the Listing Rules, and is of opinion that each of them satisfies the independence requirements.

In view of the diversified knowledge, experience and skills of Mr. Bingsheng Teng, Mr. Song Wei, Dr. Wong Tin Yau, Kelvin and Ms. Li Chang'ai in enterprise consultation, tax and accounting, corporate governance and compliance, the Board believes that their expertise will enable them to fulfill their roles as independent non-executive Directors effectively and can provide diversity and constructive opinion to the Board and contribute to the future development of the Company.

Each of the above Director candidates will enter into service contracts with the Company after the passing of the proposed ordinary resolutions regarding their appointments at the EGM. Pursuant to the Articles of Association, the terms of office of Directors shall be three years, which is renewable upon re-election and re-appointment. Each of the service contracts with the Directors will be for a term of three years effective from the date of the passing of the relevant resolutions at the EGM.

The Nomination and Remuneration Committee reviews and makes recommendations on the remuneration policy and scheme for Directors, taking into account compensation paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group. Pursuant to the service contracts to be respectively entered into between each of the Director candidates and the Company, Mr. Zhuang Dan will be entitled to receive a director's fee of RMB380,000 per annum (after all taxes have been deducted) for serving as an executive Director, while each of Mr. Ma Jie, Mr. Guo Tao, Mr. Philippe Claude Vanhille, Mr. Pier Francesco Facchini, Mr. Iuri Longhi, Mr. Xiong Xiangfeng and Mr. Mei Yong will be entitled to receive a director's fee of RMB380,000 per annum (after all taxes have been deducted) for serving as a non-executive Director, and each of Mr. Bingsheng Teng, Mr. Song Wei, Dr. Wong Tin Yau, Kelvin and Ms. Li Chang'ai, will be entitled to receive a director's fee of RMB380,000 per annum (after all taxes have been deducted) for serving as an independent non-executive Director, respectively. The aforementioned remuneration shall be subject to the approval by the Shareholders at the EGM.

Except as stated above, none of the above Director candidates has (i) held any other position in the Group; (ii) any other relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company; (iii) held any other directorship in any listed company in the last three years; or (iv) any interest in the Shares within the meaning of Part XV of the SFO. None of the above Director candidates has been subject to sanction by the CSRC or other relevant authorities or to disciplinary action by the Stock Exchange.

Save as disclosed herein, there are no other matters relating to the appointment of the above Director candidates that need to be brought to the attention of the Shareholders nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

CANDIDATES FOR NON-EMPLOYEE REPRESENTATIVE SUPERVISORS

Mr. Li Ping (李平), age 69, was appointed as non-employee representative Supervisor of the Company on January 17, 2020 and is responsible for supervising the performance of duties by the directors and senior management at the Company. He has extensive administrative experience in the management of listed companies and has over 40 years of experience in operation and working in China's telecommunications industry. Mr. Li Ping has been an independent non-executive director of China State Construction Engineering Corporation Ltd. (中國建築股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 601668) since May 2021. Mr. Li Ping has been serving as the chairman and an executive director of China Communication Service Co., Ltd. (中國通信服務股份有限公司), a company listed on the Hong Kong Stock Exchange (Stock Code: 552), for the period from August 2006 to January 2015. Prior to these positions, he once served as the executive vice president of China Telecom Corporation Limited (中國電信股份有限公司), a company listed on the Hong Kong Stock Exchange (Stock Code: 728), the vice chairman and chief operating officer of China Mobile Limited (中國移動有限公司), a company listed on the New York Stock Exchange (Stock Code: CHL) and the Hong Kong Stock Exchange (Stock Code: 941) and the Deputy Directorate General of Telecommunications of the Ministry of Posts and Telecommunications of the PRC (中國郵電部, the predecessor of the Ministry of Industry and Information Technology of the PRC (中國工業和信息化部)). Mr. Li Ping graduated from Beijing University of Posts and Telecommunications (北京郵電大學) majoring in radio communication in October 1975 and graduated from the University at Buffalo School of Management of the State University of New York, USA, with a master's degree in business administration in January 1989.

Dr. Li Zhuo (李卓), age 54, was appointed as non-employee representative Supervisor of the Company on January 17, 2020 and is responsible for supervising the performance of duties by the directors and senior management at the Company. Dr. Li Zhuo is currently a professor of economics and the deputy director of the Centers Researches bases of The Ministry of Education, Center for Economic Development Research of Wuhan University (武漢大學). From July 1989 to August 1992, Dr. Li Zhuo worked at Xiangfan Branch of China National Real Estate Development Group Corporation (中國房地產開發集團公司襄樊分公司), and later worked at Guangzhou Branch of the People's Bank of China (中國人民銀行廣州分行). Dr. Li Zhuo has been working at Wuhan University since 1998 and consecutively held the positions of lecturer and assistant professor until 2001 and until 2006, respectively. Since 2006, he has been a professor of Wuhan University. He also served as a visiting scholar of University of Illinois at Urbana-Champaign from July 2002 to July 2003 and University of Paris III in 2007. Dr. Li Zhuo graduated from Hubei University of Technology (湖北工業大學) with a bachelor's degree in industrial and civil construction in 1989. He also obtained a master's degree in international economics and a doctorate in international economics from Wuhan University in June 1995 and in June 1998, respectively. Dr. Li Zhuo was listed in the "Prominent Talent Plan in the New Century" recognized by the Ministry of Education of the PRC in October 2010.

Each of the above non-employee representative Supervisor candidates will enter into a service contract with the Company after the passing of the proposed ordinary resolutions regarding their appointments at the EGM. Pursuant to the Articles of Association, the term of office of Supervisors shall be three years, which is renewable upon re-election and re-appointment. Each of the contracts with the non-employee representative Supervisors will be for a term of three years effective from the date of the passing of the relevant resolutions at the EGM.

Pursuant to the service contracts to be respectively entered into between each of the non-employee representative Supervisor candidates and the Company, having taken into account compensation paid by comparable companies and performance of the Group, each of Mr. Li Ping and Dr. Li Zhuo shall be entitled to a remuneration of RMB200,000 per annum (after all taxes have been deducted), respectively, as non-employee representative Supervisors of the Company, which sum shall be subject to the approval by the Shareholders at the EGM.

Except as stated above, none of the above non-employee representative Supervisor candidates has (i) held any other directorship in any listed company in the last three years; (ii) held any other position in the Group; (iii) any other relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company; or (iv) any interest in the Shares within the meaning of Part XV of the SFO. None of the above non-employee representative Supervisor candidates has been subject to sanction by the CSRC or other relevant authorities or to disciplinary action by the Stock Exchange.

Save as disclosed herein, there are no other matters relating to the appointment of the above non-employee representative Supervisors candidates that need to be brought to the attention of the Shareholders nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

NOTICE OF EXTRAORDINARY GENERAL MEETING



Smart Link Better Life.

Yangtze Optical Fibre and Cable Joint Stock Limited Company*

長飛光纖光纜股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6869)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**” or the “**Meeting**”) of Yangtze Optical Fibre and Cable Joint Stock Limited Company* (the “**Company**”) will be held on Monday, July 31, 2023 at 2:00 p.m. at Multi-Media Meeting Room, 201# Building, No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC, for the purpose of considering and if thought fit, passing the following resolutions. In this notice, unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Company’s circular dated July 14, 2023 (the“**Circular**”):

ORDINARY RESOLUTIONS

1. To consider and approve the re-election or election and appointment of the following directors as directors for the fourth session of the board of directors of the Company:
 - 1.01. To consider and approve the re-election and appointment of Mr. Ma Jie as a non-executive director of the Company and to consider and approve Mr. Ma Jie’s director’s fee of RMB380,000 per annum (after all taxes have been deducted);
 - 1.02. To consider and approve the re-election and appointment of Mr. Guo Tao as a non-executive director of the Company and to consider and approve Mr. Guo Tao’s director’s fee of RMB380,000 per annum (after all taxes have been deducted);
 - 1.03. To consider and approve the re-election and appointment of Mr. Zhuang Dan as an executive director of the Company and to consider and approve Mr. Zhuang Dan’s director’s fee of RMB380,000 per annum (after all taxes have been deducted);
 - 1.04. To consider and approve the re-election and appointment of Mr. Philippe Claude Vanhille as a non-executive director of the Company and to consider and approve Mr. Philippe Claude Vanhille’s director’s fee of RMB380,000 per annum (after all taxes have been deducted);

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

- 1.05. To consider and approve the re-election and appointment of Mr. Pier Francesco Facchini as a non-executive director of the Company and to consider and approve Mr. Pier Francesco Facchini's director's fee of RMB380,000 per annum (after all taxes have been deducted);
- 1.06. To consider and approve the election and appointment of Mr. Iuri Longhi as a non-executive director of the Company and to consider and approve Mr. Iuri Longhi's director's fee of RMB380,000 per annum (after all taxes have been deducted);
- 1.07. To consider and approve the re-election and appointment of Mr. Xiong Xiangfeng as a non-executive director of the Company and to consider and approve Mr. Xiong Xiangfeng's director's fee of RMB380,000 per annum (after all taxes have been deducted);
- 1.08. To consider and approve the election and appointment of Mr. Mei Yong as a non-executive director of the Company and to consider and approve Mr. Mei Yong's director's fee of RMB380,000 per annum (after all taxes have been deducted);
- 1.09. To consider and approve the re-election and appointment of Mr. Bingsheng Teng as an independent non-executive director of the Company and to consider and approve Mr. Bingsheng Teng's director's fee of RMB380,000 per annum (after all taxes have been deducted);
- 1.10. To consider and approve the re-election and appointment of Mr. Song Wei as an independent non-executive director of the Company and to consider and approve Mr. Song Wei's director's fee of RMB380,000 per annum (after all taxes have been deducted);
- 1.11. To consider and approve the re-election and appointment of Dr. Wong Tin Yau, Kelvin as an independent non-executive director of the Company and to consider and approve Dr. Wong Tin Yau, Kelvin's director's fee of RMB380,000 per annum (after all taxes have been deducted);
- 1.12. To consider and approve the election and appointment of Ms. Li Chang'ai as an independent non-executive director of the Company and to consider and approve Ms. Li Chang'ai's director's fee of RMB380,000 per annum (after all taxes have been deducted);

NOTICE OF EXTRAORDINARY GENERAL MEETING

2. To consider and approve the re-election and appointment of the following non-employee representative supervisors as the non-employee representative supervisors for the fourth session of the board of supervisors of the Company:
 - 2.01. To consider and approve the re-election and appointment of Mr. Li Ping as a non-employee representative supervisor of the Company and to consider and approve Mr. Li Ping's remuneration of RMB200,000 per annum (after all taxes have been deducted); and
 - 2.02. To consider and approve the re-election and appointment of Dr. Li Zhuo as a non-employee representative supervisor of the Company and to consider and approve Dr. Li Zhuo's remuneration of RMB200,000 per annum (after all taxes have been deducted).

By Order of the Board
Yangtze Optical Fibre and Cable Joint Stock Limited Company*
長飛光纖光纜股份有限公司
Ma Jie
Chairman

Wuhan, PRC, July 14, 2023

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

(1) Circular

Details of the above proposals and resolutions to be considered at the EGM are set out in the circular of the Company dated July 14, 2023 (the “**Circular**”). Unless otherwise defined in this notice, capitalized terms used in this notice shall have the same meanings as those defined in the Circular.

(2) Closure of register of members and eligibility for attending the EGM

Holders of H shares of the Company (“**H Shares**”) are advised that the register of members will be closed from Friday, July 28, 2023 to Monday, July 31, 2023 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Company maintained in Hong Kong at close of business on Monday, July 31, 2023 are entitled to attend the EGM. Holders of H Shares who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer document together with the relevant share certificates at the H Share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, at or before 4:30 p.m. on Thursday, July 27, 2023.

(3) Proxy

Shareholders entitled to attend and vote at the EGM may appoint one or more proxies to attend, speak and vote in their stead. A proxy need not be a shareholder of the Company. The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorized in writing. If the shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorized attorney(s). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization documents must be notarised. To be valid, the proxy form together with the power of attorney or other authorization document (if any) must be lodged at the H Share registrar of the Company by the holder of H Shares by hand or by post not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 2:00 p.m. on Sunday, July 30, 2023) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the EGM if he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked. The H Share registrar of the Company is Tricor Investor Services Limited, whose address is at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

(4) Joint holder of shares

In the case of joint holders of any shares of the Company, any one of such joint holders may vote at the above Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).

(5) Voting by poll

On a poll, every member present in person or by proxy shall be entitled to one vote for each share of the Company registered in his name. The result of such poll shall be deemed to be the resolution of the Meeting at which the poll was so taken.

(6) Other issues

The EGM is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation, catering and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identification documents.

The EGM starts at 2:00 p.m..

Registration for admission to the EGM will take place from 1:00 p.m. to 2:00 p.m.. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Mr. Zhuang Dan as executive Director; Mr. Ma Jie, Mr. Philippe Claude Vanhille, Mr. Guo Tao, Mr. Pier Francesco Facchini, Mr. Frank Franciscus Dorjee, Mr. Xiong Xiangfeng and Ms. Lai Zhimin, as non-executive Directors; Mr. Bingsheng Teng, Mr. Liu Deming, Mr. Song Wei and Dr. Wong Tin Yau, Kelvin, as independent non-executive Directors.